

Sylla Gold Announces Loans

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Bedford, February 7, 2025 - [Sylla Gold Corp.](#) (TSXV: SYG) (OTCQB: SYGCF) ("Sylla" or the "Company") announces it has issued unsecured non-interest bearing promissory notes (the "Promissory Notes") in the aggregate of \$97,500 (the "Principal Amount"), to arm's length and non-arm's length creditors of the Company (collectively, the "Creditors"). The Promissory Notes are payable upon receipt of a demand notice by the holder and the Principal Amounts were used by the Company for general working capital purposes.

The Promissory Notes remain subject to receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

The issuance of the Promissory Notes constitutes a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as certain Creditors are directors and/or officers of the Company. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and the Principal Amount of the Promissory Notes held by the insiders do not exceed 25% of the market capitalization of the Company in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the issuance of the Promissory Notes as the Company wished to close on an expedited basis.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain statements contained in this news release constitute forward-looking information under applicable Canadian, United States and other applicable securities laws, rules and regulations, including, without limitation, statements with respect to the completion of the Acquisition, the conditions to the completion of the Acquisition that must be fulfilled and the anticipated benefits and advantages of the Acquisition. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on The Company's current beliefs or assumptions as to the outcome and timing of such future events. There can be no assurance that such statements will prove to be accurate, as the Company's actual results and future events could differ materially from those anticipated in these forward-looking statements. Factors that could cause actual results and future events to differ materially from those anticipated in these forward-looking statements include the risks, uncertainties and other factors and assumptions made with regard to the Company's ability to complete the proposed Acquisition; the Company's ability to secure the necessary legal and regulatory approvals required to complete the Acquisition and the estimated costs associated with the advancement of the Property. Important factors that could cause actual results to differ materially from the Company's expectations include risks associated with the business of the Company; risks related to the

satisfaction or waiver of certain conditions to the closing of the Acquisition; non-completion of the Acquisition; risks related to exploration and potential development of the Property; business and economic conditions in the mining industry generally; the impact of COVID-19 on the Companies' business; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies and indigenous groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risk factors as detailed from time to time and additional risks identified in the Company's filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca).. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. The forward-looking information contained in this news release is made as of the date hereof and the Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

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